

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

GREGG FREISHTAT, as Shareholders' Representative,
Plaintiff,

- against -

LIVEPERSON, INC.,
Defendant.

Index No.: 07 CV 6838
(JGK)

**REPLY OF PLAINTIFF GREGG
FREISHTAT TO DEFENDANT
LIVEPERSON, INC.'S
COUNTERCLAIM**

Plaintiff, Gregg Freishtat, as Shareholders' Representative ("Freishtat"), hereby answers the Counterclaim of Defendant LivePerson, Inc. ("LivePerson") by responding to the numbered paragraphs of the Counterclaim as follows and hereby denies any allegations contained in LivePerson's Counterclaim that are not expressly admitted herein:

1. Freishtat admits that the quoted language is a portion of Section 2.04(b)(i) of the Merger Agreement.
2. Freishtat is without knowledge concerning the date that the Earn-Out Notice was executed.
3. Freishtat denies the allegations contained in paragraph 3 of Defendant's Counterclaim.

AFFIRMATIVE DEFENSE

LivePerson's Counterclaim fails to state a claim upon which relief may be granted.

Respectfully submitted, this 6th day of September, 2007.

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*Attorneys for Plaintiff,
Gregg Freishtat, as Shareholders' Representative*

AFFIDAVIT OF SERVICE

STATE OF GEORGIA)
 : ss.:
COUNTY OF FULTON)


ANTHONY D. LEHMAN, being duly sworn, deposes and says: I am over the age of 18 years and not a party to this action. On the 6th day of September, 2007, I served the annexed **REPLY OF PLAINTIFF GREGG FREISHTAT TO DEFENDANT LIVEPERSON, INC.'S COUNTERCLAIM** on Defendant by the Court's electronic filing system and by mailing it to his attorneys at the following address:

Brian B. Margolis
WILMER CUTLER PICKERING
HALE AND DORR LLP
399 Park Avenue
New York, NY 10022

the address designated by him for that purpose. Service was completed by depositing a true copy of same enclosed in a postpaid properly addressed wrapper, in an official depository under the exclusive care and custody of United States Postal Service.


ANTHONY D. LEHMAN

Sworn to before me this
6th day of September, 2007


Notary Public

